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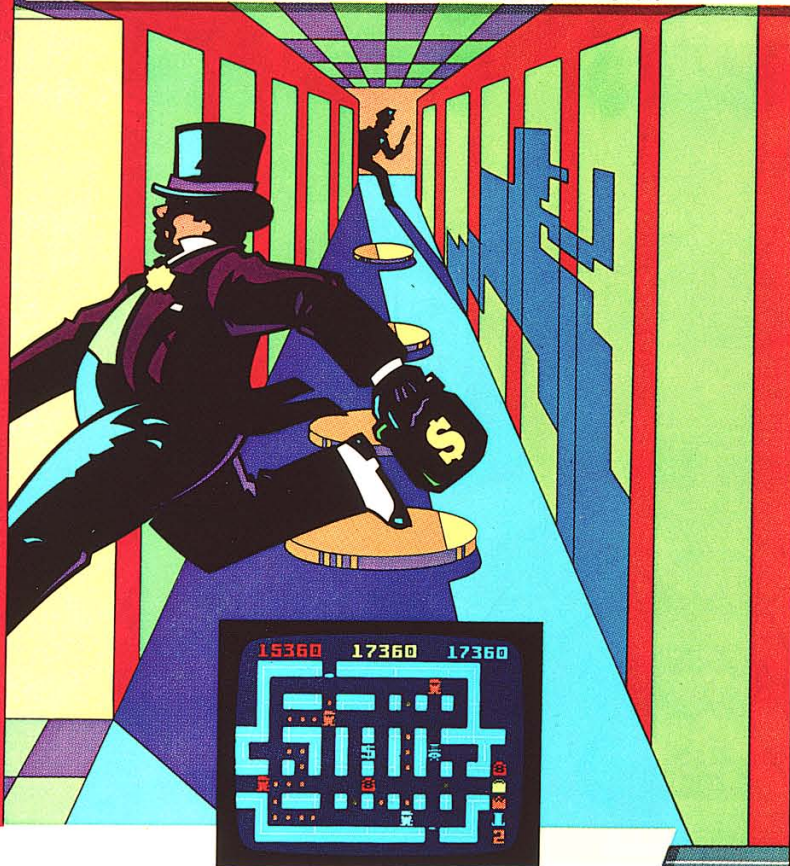


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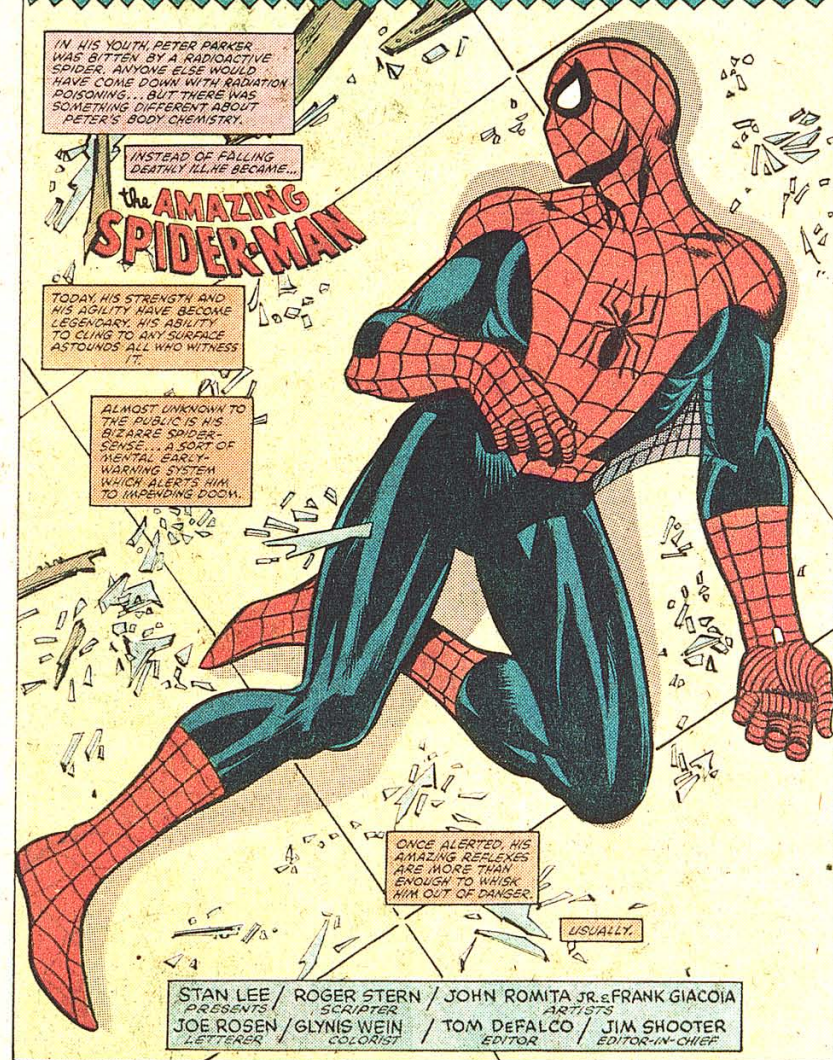


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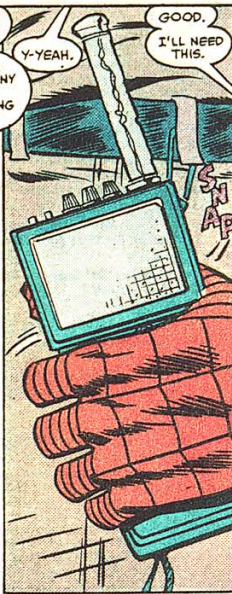
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"IN THE BEGINNING..."



THE AMAZING SPIDER-MAN® Vol. 1, No. 241, June, 1983. (ISSN 0274-5232) Published by MARVEL COMICS GROUP, James E. Gaston, President, Stan Lee, Publisher, Michael Hobson, Vice-President, Publishing, Milton Schifman, Vice-President, Production. OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. Second Class postage paid at New York, NY and at additional mailing offices. Published monthly. Copyright © 1983 by Marvel Comics Group, a division of Cadmus Industries Corporation. All rights reserved. Price 60¢ per copy in the U.S. and 75¢ in Canada. Subscription rate \$7.20 for 12 issues, Canada and Foreign, \$9.20. Printed in the U.S.A. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the conditions that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. THE AMAZING SPIDER-MAN (including all prominent characters featured in the issue), and the distinctive likenesses thereof, are trademarks of the MARVEL COMICS GROUP. Postmaster: Send address changes to Subscriptions Dept., Marvel Comics Group, 387 Park Avenue South, New York, N.Y. 10016.

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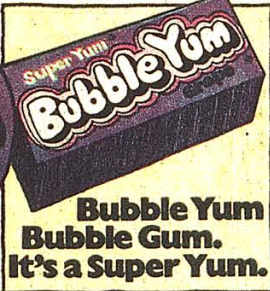
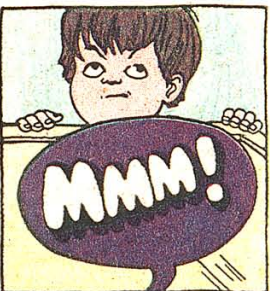
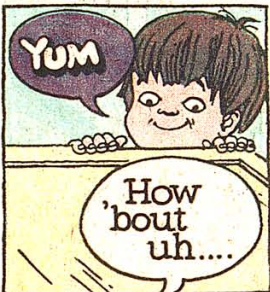
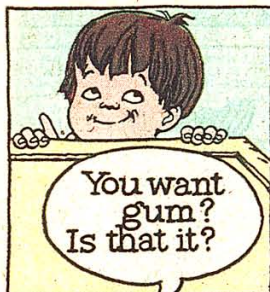
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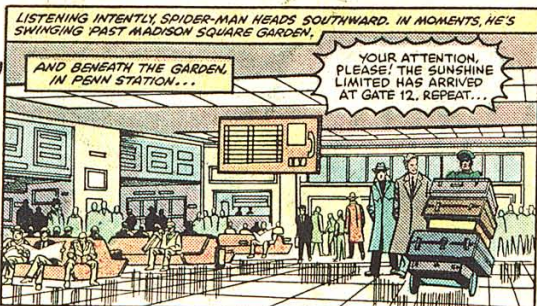
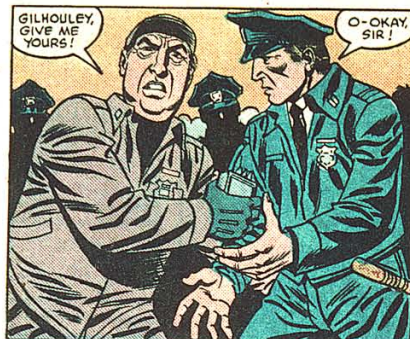
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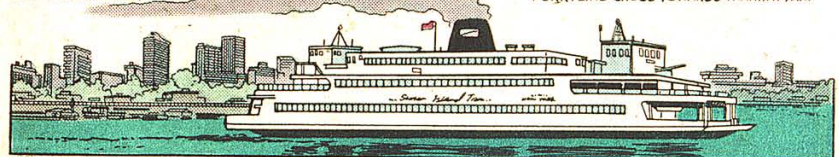


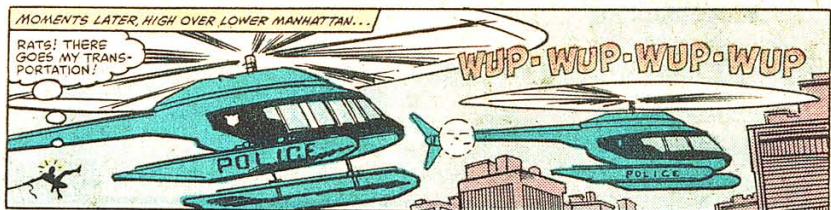
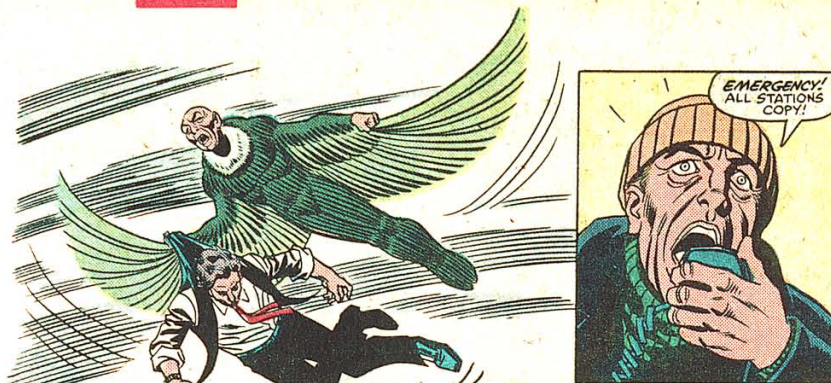
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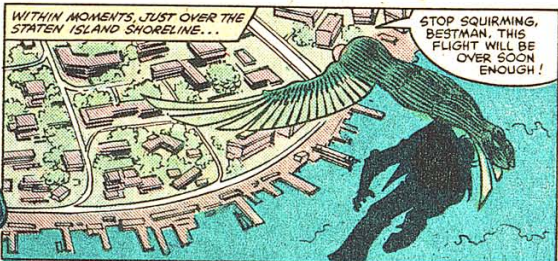
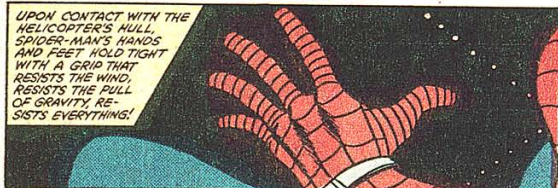
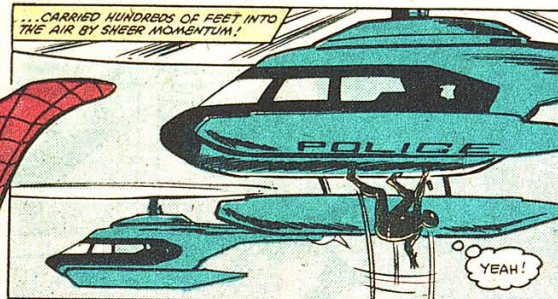
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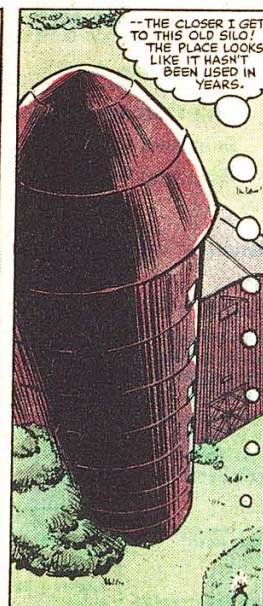
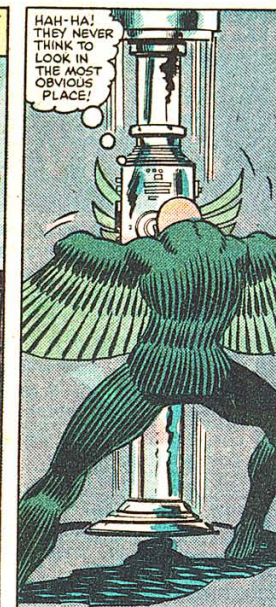
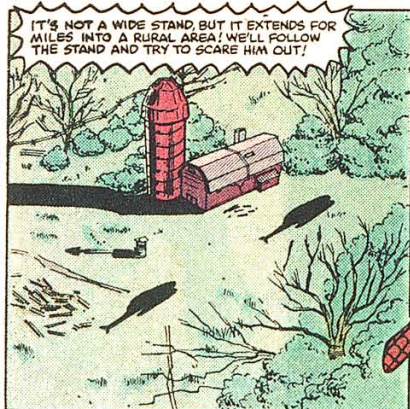
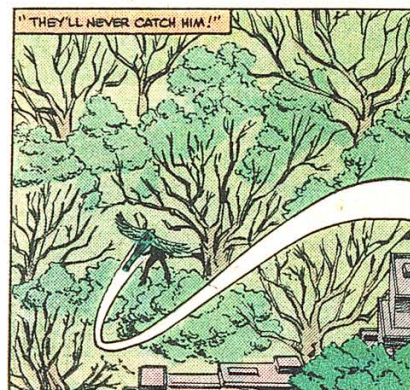
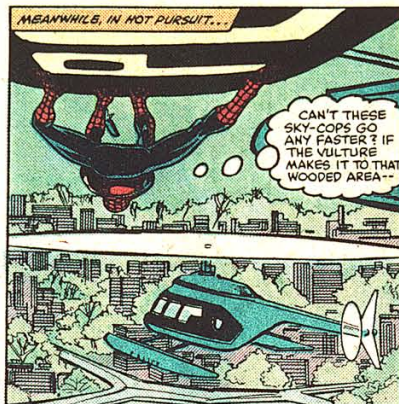
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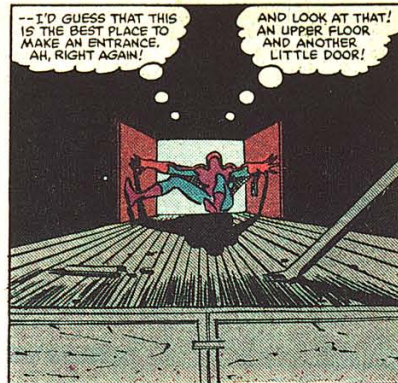
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HMMM...THE SPIDER-TRACER IMPULSES SEEM WEAKER UP HERE. AND SINCE I DON'T GET ANY FEELING OF DANGER FROM BEHIND THIS DOOR--



--I'D GUESS THAT THIS IS THE BEST PLACE TO MAKE AN ENTRANCE. AH, RIGHT AGAIN!

AND LOOK AT THAT! AN UPPER FLOOR AND ANOTHER LITTLE DOOR!



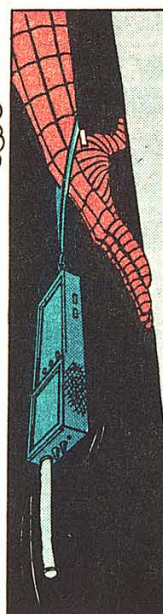
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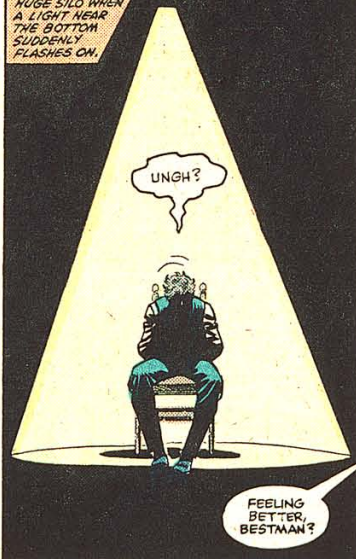
BLACK AS PITCH IN HERE, BUT IF I JUST RELAX AND CONCENTRATE, MY SPIDER-SENSE SHOULD LEAD ME RIGHT INTO THE THICK OF THINGS.

I'LL BET I COULD SNEAK RIGHT UP ON THE VULTURE AND TAP HIM ON THE SHOULDER BEFORE HE EVEN KNEW I WAS HERE...

...IF I STAY NICE AND QUIET!



THE WALL-CRAWLER IS BARELY HALF-WAY DOWN THE HUGE SILO WHEN A LIGHT NEAR THE BOTTOM SUDDENLY FLASHES ON.



UNGH?

FEELING BETTER, BESTMAN?



YEAH...I GUESS...

...JUST HAD THE ... CRAZIEST DREAM...

IT WAS NO DREAM, GREGORY.



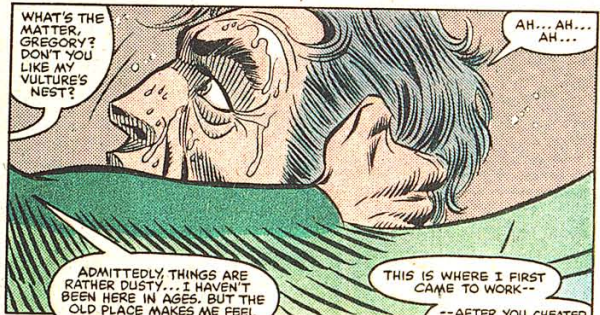
OH LORD.



WHAT THE HEY?

MY EYES CAN'T BE ADJUSTING PROPERLY TO THE DARKNESS!

I'D SWEAR THAT THE BOTTOM OF THIS PLACE IS LOADED WITH ELECTRICAL GEAR! MAYBE THIS PLACE IS MORE THAN JUST A TEMPORARY HIDING PLACE!



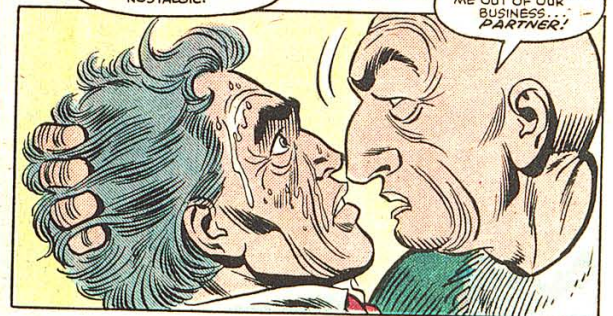
WHAT'S THE MATTER, GREGORY? DON'T YOU LIKE MY VULTURE'S NEST?

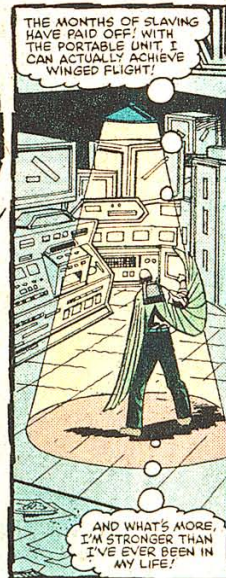
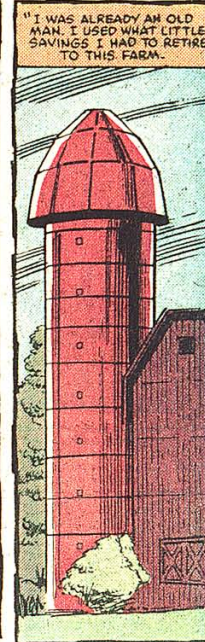
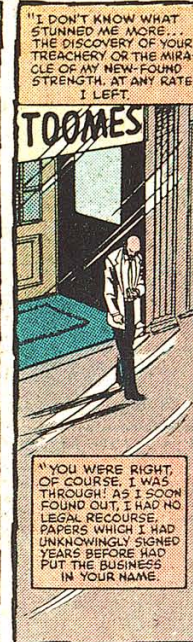
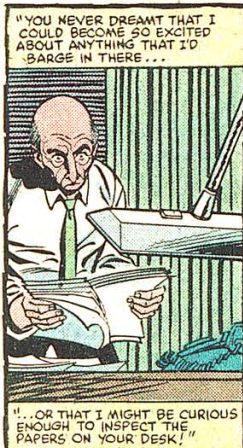
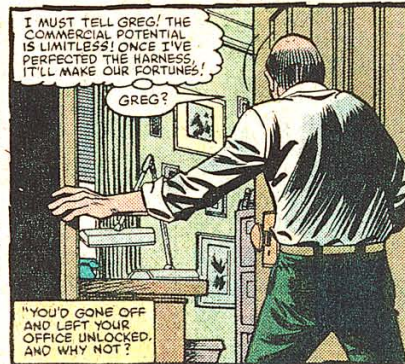
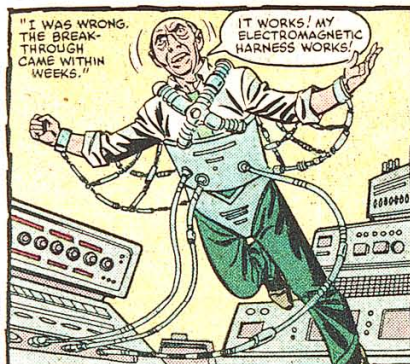
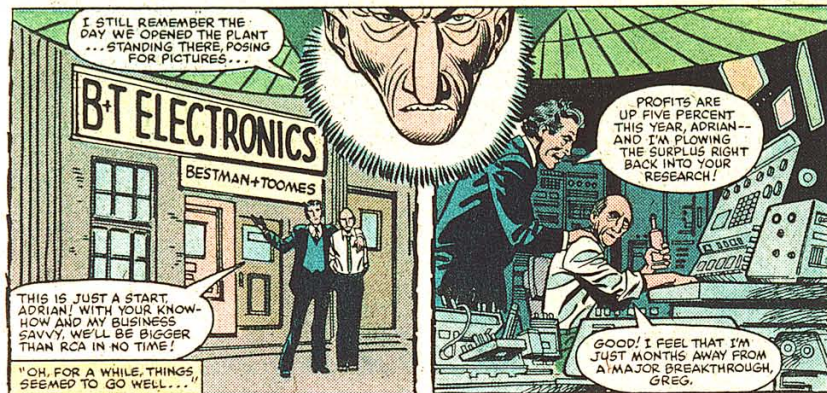
AH... AH... AH...

ADMITTEDLY, THINGS ARE RATHER DUSTY... I HAVEN'T BEEN HERE IN AGES, BUT THE OLD PLACE MAKES ME FEEL NOSTALGIC.

THIS IS WHERE I FIRST CAME TO WORK--

--AFTER YOU CHEATED ME OUT OF OUR BUSINESS, PARTNER!







"FOR THE FIRST TIME IN MY LIFE, I HAVE POWER! AND I INTEND TO USE IT!"



IT SEEMS THAT GREGORY HAD TROUBLE MAINTAINING THE BUSINESS BY HIMSELF. HE INTENDS TO SELL IT FOR A PROFIT.

THAT'S WHAT HE THINKS!



"I WANTED TO MAKE SURE YOU'D HAVE NOTHING LEFT TO SELL. I WAS DETERMINED TO PICK YOU CLEAN, BESTMAN! AND SO, THAT VERY NIGHT--"



"--I BECAME THE VULTURE!"

KRASH!



"FROM ROOM TO ROOM I FLEW SMASHING EVERYTHING IN SIGHT!"

"IT FELT GOOD!"



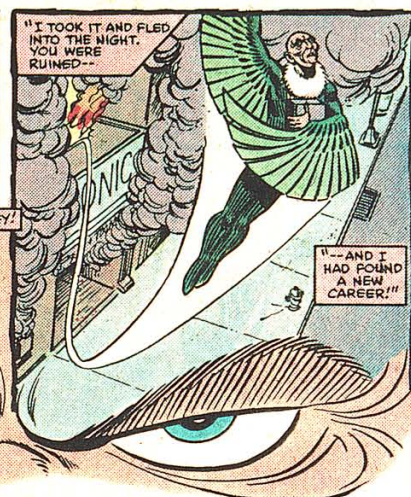
"I TOOK SPECIAL DELIGHT IN RAM-SACKING YOUR OFFICE!"

"YOUR DOOR WAS LOCKED THAT TIME... NOT THAT IT MATTERED!"



"I'D HOPED THAT I WOULD FIND SOME SHRED OF INCRIMINATING EVIDENCE IN YOUR DESK. BUT I FORGOT ALL OF THAT WHEN I SPOTTED THE MONEY!"

"MY MONEY!"

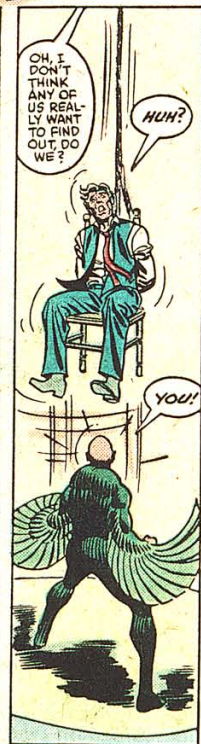


"I TOOK IT AND FLED INTO THE NIGHT. YOU WERE RUINED--"

"--AND I HAD FOUND A NEW CAREER!"



"I WAS MOST UNHAPPY WHEN I DISCOVERED YOU WERE BACK IN BUSINESS. I'D THOUGHT YOU LEARNED YOUR LESSON!"

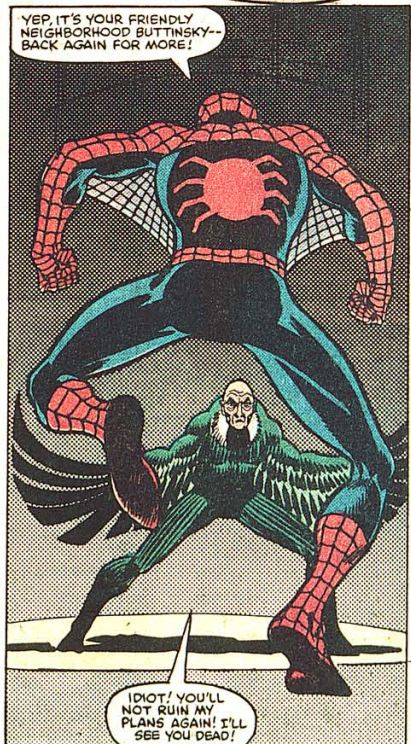


"OH, I DON'T THINK ANY OF US REALLY WANT TO FIND OUT DO WE?"

"HUH?"

"YOU!"

"WH-WH- WHAT ARE YOU GOING TO DO TO ME?"



"YEP, IT'S YOUR FRIENDLY NEIGHBORHOOD BUTTINSKY-- BACK AGAIN FOR MORE!"

"IDIOT! YOU'LL NOT RUIN MY PLANS AGAIN! I'LL SEE YOU DEAD!"

YOU CANNOT REFUSE THIS OFFER!



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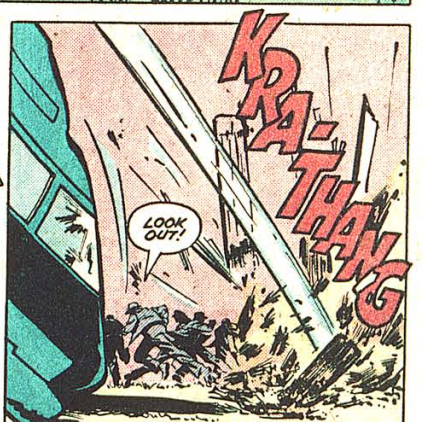
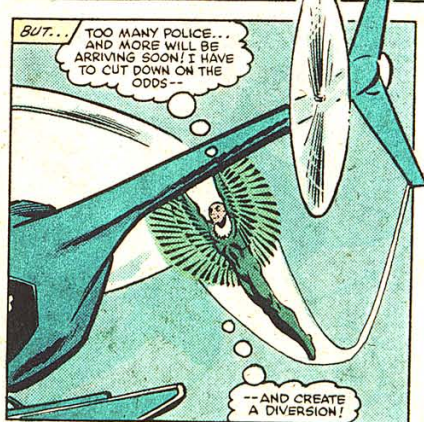
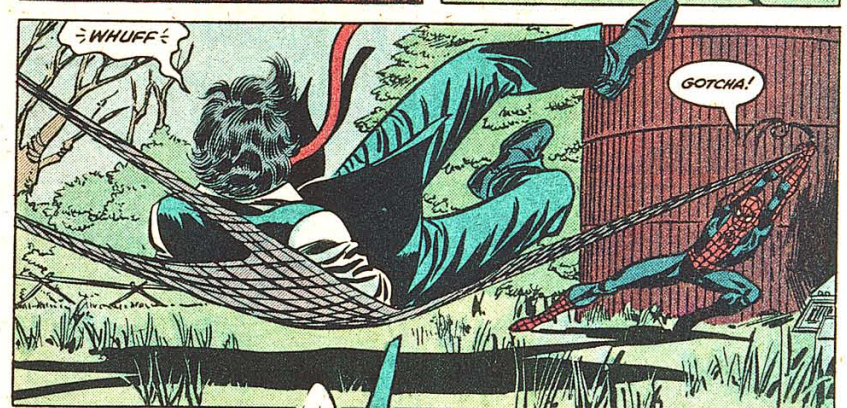
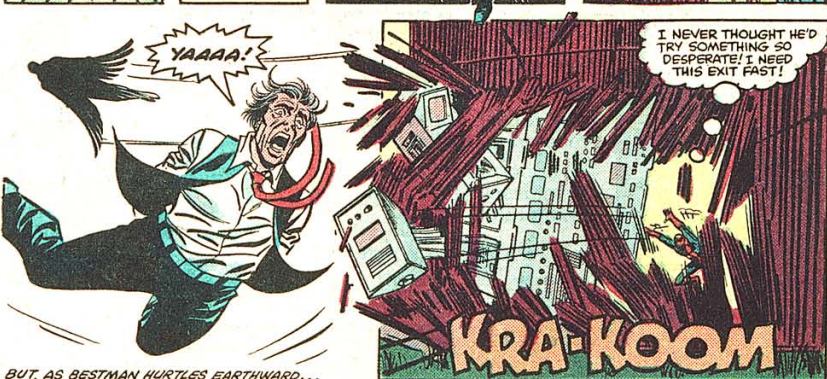
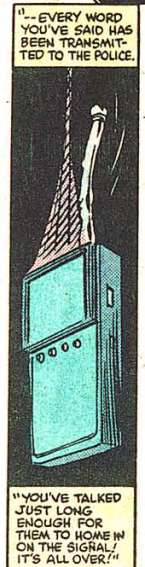
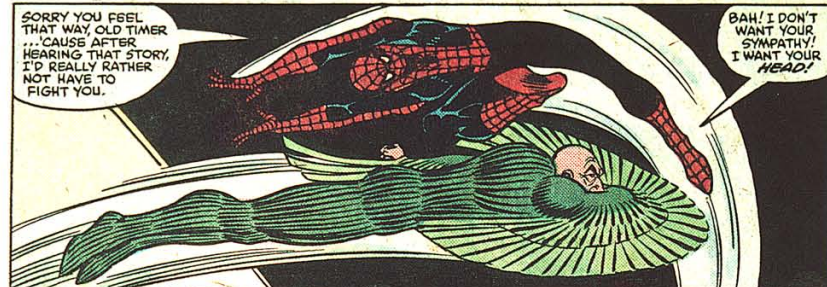
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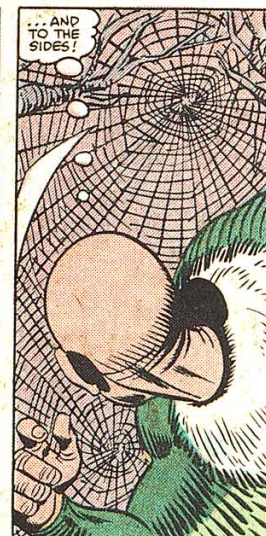
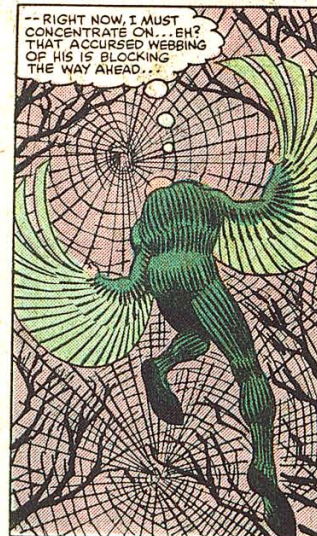
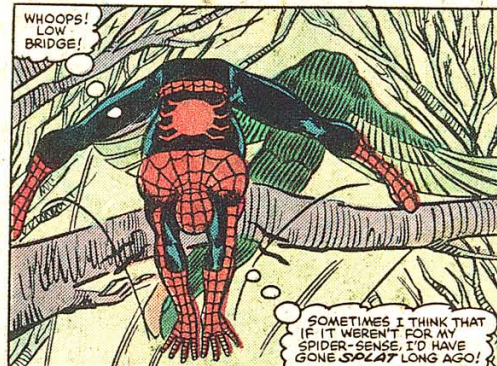
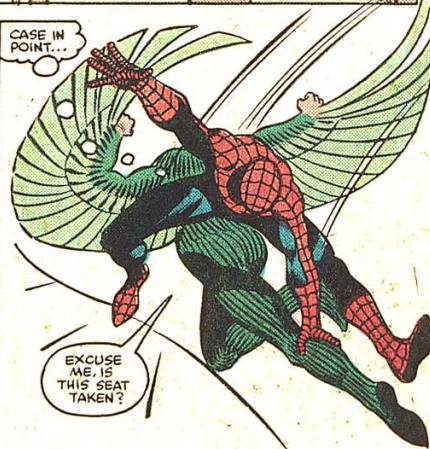
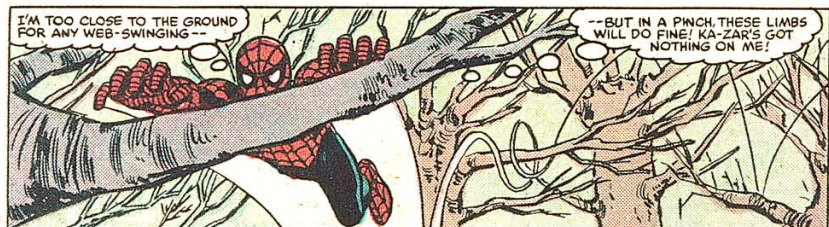
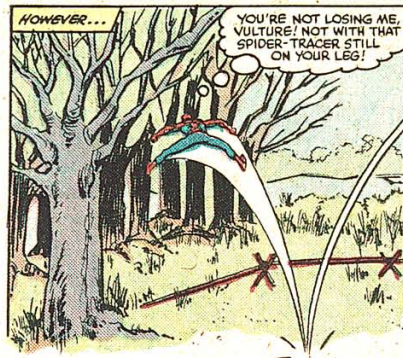
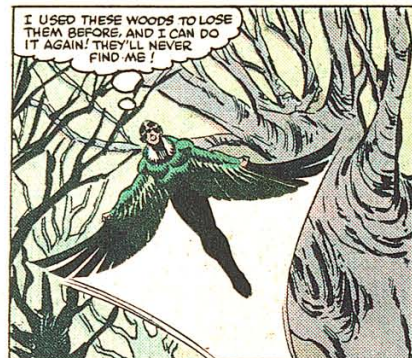
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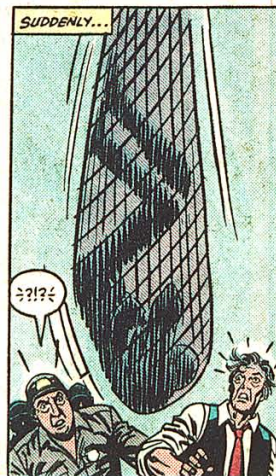
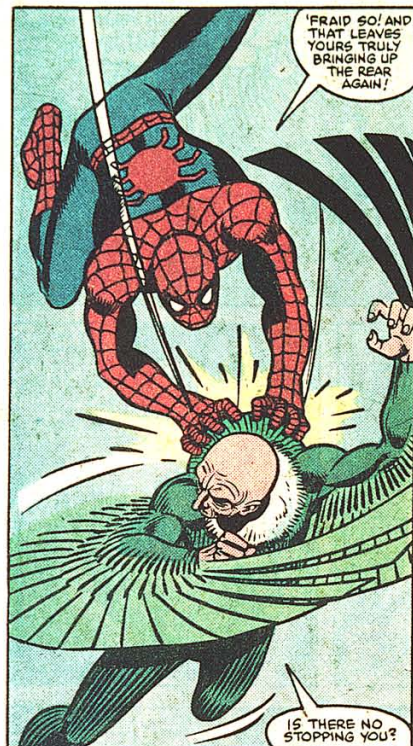
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....BULLPEN BULLETINS.....

HAPPY NEW YEAR!

Yes, I know it's well into 1983 as you read this, but it's being written on December 27th, 1982. We had a great year last year — our best ever, in fact, — which means that we must have been making more of you happy than ever before, and that's what really counts.

We're looking forward to another outrageous and wonderful year of legend-making, and all of us here wish the best of everything to all of you in the New Year!

BY THE WAY...

Contrary to rumors you may have heard, Marvel's sales went up again in 1982! Don't be misled! The simple fact is that we're number one, we outsell our nearest competitor better than two to one, and our lead grew in '82! Quoth Shakespeare, "Truth will out." Quoth Shooter, "The good guys are winning!" Quoth Stan Lee, "Excelsior!"

I WISH YOU'D BEEN HERE!

What a Christmas party we had last Wednesday! It was a who's who of comics, with mountains of food, oceans of drink, crazy, funny presents for all (plus some truly beautiful gifts) and live music by *The Burning Sensations*! We danced and carried on far into the night. I thought you might like to see our party invitation, created by topnotch assistant editor (and strange person) Mike Carlin.



I could talk about the party for hours, but suffice it to say that about a hundred and fifty of the finest people on Earth had a world-record, no-holds-barred, great time. If there was a world record for togetherness and Christmas spirit, we'd have broken that, too.

When I said I wish you'd been here, I meant it — and somehow, some way, I'm going to arrange for a few of you folks out there to join us for next year's Christmas party. Maybe we'll have a contest or a drawing or something — I'm not sure yet. Watch this column for details.

DO WE DARE? SURE...

Not long ago, a reporter from the New York Times was here to interview me and Marvel top exec Jim Gatto about Marvel's spectacular growth and success over the last several years, especially asploding (to him) because of the bad economy. After the interview we chatted informally. He wondered, since our super-hero comics are so popular, why we're trying out wild, new things like *U.S. 1*, *Crystar*, and our new, as yet untitled, romance series. Why not just crank out more standard super-hero fare? Hmm. Well, first of all, I told him, I don't think

we publish any "standard super-hero fare". If there's a "typical" Marvel comic I don't know what it is. I mean *Ka-zar*, the *Savage* sure isn't anything like *The Amazing Spider-Man* — or anything else under the sun, for that matter. *Star Wars* isn't like *Conan*, the *Barbarian*, which isn't remotely like *The Fantastic Four*, which isn't like *The Defenders*, which, let's face it, is downright bizarre. Have we ever done anything "typical"? Dazzler sure isn't a typical comic book — I mean, the lead character wants to be a singer, not a comic-fighter or a heroine — and it's the number one female-lead comics publication in the land... by far! So I said, as I see it we're just doing what we've always done — defying convention, trying outrageous things, daring to let creativity run wild. He wondered whether or not the fact that there are already toys on the market would give an enormous boost to *U.S. 1* and *Crystar*. Frankly, I don't know and I don't care. People come to us constantly asking us to create comics series based on their TV shows, their toys, their movies, or whatever. Most of them we turn away — but once in a while, we'll be inspired by what they show us and we'll come up with a series idea based on their stuff that we think is great. We evaluate these ideas as if *there were no tie-in*, no extra exposure or publicity to be gained from their movie, TV show or toy advertising. We only go ahead with such a series if we think we've got something great. That way, if we're right, and we do a good job, we'll have a success we can really be proud of — the movie, toy ads or TV exposure is just an extra little plus. Let's face it, part of the joy of reading the *Star Wars* comic is the thrill of garnering tiny hints and clues about the next movie. If you're too old (or too young) to appreciate such things, then it won't matter that there may be toys on the market relating to your favorite series... but for those of us who like them, it's nice to have toys, models and such available. Is their anyone out there who doesn't have an Artco-Deetoo wind-up figure, a G.I. Joe tank model, or, perhaps, a Spider-Man video game?

The fact is that bad ideas, or badly executed series won't make it — no matter what the source of the inspiration, and no matter how much extra promotion and publicity there might be. But good ideas, made into good series will be popular and will succeed — no matter where the ideas come from, no matter whether or not they're extra-heavily promoted, and no matter how outrageous or ground-breaking they might be! Yeah, but *U.S. 1*? A story about a truck driver?

Pretty different. A gamble? Sure. But, yeah, we dare. Besides, you'll tell us if we blow it. You always do.

MOVING RIGHT ALONG...

Time to get back to Editor in Chief-type, high-level decision making.

Hmm. What do I want for lunch?

Stay well,

Mike
Jim Shooter

THE HYPE BOX

GHOST RIDER #81 — It's the last issue of Johnny Blaze's title, and we mean the last! This double-sized keg of dynamite features the final conflict between Blaze and his demonic alter ego And, while we don't want to give too much away, we will tell you this: you will never again see the Ghost Rider after this issue! Written by J.M. DeMatteis, with pencils by BOB BUDANSKY and ink by DANNY BULANADI and KEVIN DZUBAN.

ROM #43 — Rom's greatest wish is realized: he is no longer imprisoned in his speakingnight armor. He has become Rom, the man! But as a man, he can now die — and Dr. Dredd is gonna try to see to it that he does! Written by BILL MANTLO, with art by SAL BUSCEMA, IAN AKIN and BRIAN GARVEY.

WHAT IF #39 — It's the Hyborian Age, and its greatest adventures. Conan the Barbarian, comes face-to-face with a contentious visitor from our time — the Norse god of thunder, son of Odin — the mighty Thor! Be here for the landmark meeting between these two great mythological figures. Brought to you by ALAN ZELENETZ, RON WILSON and SAM De La ROSA.

THE MIGHTY MARVEL CHECKLIST

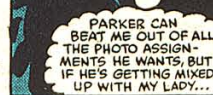
- ☐ MARVEL TWO-IN-ONE #100 — The Thing, and... Ben Grimm? Double-sized last issue (Next month: THE THING #1)
- ☐ KA-ZAR #26 — Special wraparound photo-cover
- ☐ DAREDEVIL #195
- ☐ NEW MUTANTS #4
- ☐ SPIDER-WOMAN #50 — Double-sized last issue!
- ☐ AMAZING SPIDER-MAN #241
- ☐ CAPTAIN AMERICA #282
- ☐ THOR #332
- ☐ GHOST RIDER #81 — Double-sized last issue! (See Hype Box)
- ☐ INDIANA JONES #8 — Art by HOWARD CHAYKIN and TERRY AUSTIN
- ☐ U.S. 1 #2
- ☐ DOCTOR STRANGE #59
- ☐ INCREDIBLE HULK #284
- ☐ AVENGERS #222
- ☐ CONAN THE BARBARIAN #147
- ☐ MARVEL TALES #152 — Reprinting Amazing Spider-Man #14 by STAN LEE and STEVE DITKO, featuring the first appearance of the Green Goblin
- ☐ X-MEN #170
- ☐ ROM #43 — See Hype Box
- ☐ POWER MAN/IRON FIST #94
- ☐ G.I. JOE #12
- ☐ FANTASTIC FOUR #255
- ☐ MARVEL TEAM-UP #130 — Spider-Man, the Vision and the Scarlet Witch.
- ☐ IRON MAN #171
- ☐ PETER PARKER, THE SPECTACULAR SPIDER-MAN #79
- ☐ DEFENDERS #120
- ☐ STAR WARS #72
- ☐ MASTER OF KUNG FU #125 — Double-sized last issue!
- ☐ THE OFFICIAL HANDBOOK OF THE MARVEL UNIVERSE #6
- ☐ WHAT IF #39 — Featuring Conan and Thor together! (See Hype Box)

- ☐ MARVEL MAGAZINES
- ☐ SAVAGE SWORD OF CONAN #88
- ☐ MARVEL AGE #3
- ☐ BLIP #2

- ☐ COYOTE #1

- ☐ SPECIAL EVENTS

- ☐ WARLOCK #5 — The conclusion of the saga of Adam Warlock!



THE SPIDER'S WEB

% MARVEL COMICS GROUP
387 Park Avenue South
New York, New York 10016

TOM DeFALCO
EDITOR
ELIOT BROWN
ASSISTANT EDITOR

Dear Tom:

To say I was impressed by AMAZING SPIDER-MAN ANNUAL #16 would be something of an understatement. What made it so good for me was the debut of the new Captain Marvel. In a word, she's fantastic!

The flashback origin story was good, and it gave us some interesting background information on Monica Rambeau. Even without her powers, Monica makes for an interesting character. I liked the way she gained her powers, and was fascinated by the way those new-found powers went temporarily out of control.

Although in recent years new characters have been more gradually introduced into the Marvel Universe, Captain Marvel was brought into the world full blown. In the course of "Who's That Lady? Call Her Captain Marvel!" Monica met Spider-Man, the Thing and the Avengers. Not bad going for one's first week as a super-hero.

I'm pleased to hear that Captain Marvel will be appearing in the AVENGERS. It's pretty obvious that she has the makings of an Avenger. And while I've got nothing against her joining that organization, what I'd really like to see is Captain Marvel getting her own comic. She's far too good a character not to have her own title.

In short, please give Captain Marvel her own comic as soon as possible... if not sooner!

Stephen Nottingham
37 Maxwell Road
Beaconsfield, Bucks
England NP9-1RG

Perhaps, Stephen...

Dear Mr. DeFalco,

I can barely contain my excitement over the newest super-heroine to hit the Marvel roster. So you know what you have done for me? Do you have any idea? Just when I thought that Marvel might be getting boring and routine, you spring this on me! It knocked my socks off!

What that? You're wondering what I'm talking about? Why Monica Rambeau, of course, the new Captain Marvel who appeared in AMAZING SPIDER-MAN ANNUAL #16. Perhaps I should calm down and explain why I loved it so.

For openers, in four days I will leave my hometown to attend Parsons School of Design in New York City. So what do I find when I open one of my favorite magazines? A black woman (like myself) who is about to embark on God knows how many adventures. As soon as I saw her, I knew I would love the character. And I was right. For the first time in my life, I can actually identify with one of your characters.

To get real serious for a moment, I must truly give you guys credit for creating another black super-heroine. In all of comics, there had been only Storm of the X-MEN and POWER MAN/IRON FISTS Misty Knight (and she isn't really super).

Even though I've only seen this introductory story, I really do wish that Captain Marvel could at least get her own bimonthly comic. Just think, it would be another first for Marvel.

And as for John Romita Jr. and John Romita Sr.: How many more times do those two want to hear how terrific they are?

Virginia Jones
P.O. Box 821
Wappingers Falls, NY 12590

Every day, Virginia

Dear Tom,

The sixteenth edition of the AMAZING SPIDER-MAN ANNUAL was simply sensational. The main thing that made it so good for me was the teaming of the Romita gents on the art. I've been waiting for this ever since John Jr. started drawing professionally. The whole feel of the book was very reminiscent of SPIDER-MAN in the late sixties, when - for me - Spider-Man was last at his peak. More of the Romitas together... MORE!

The New Captain Marvel? Ah, why not? Monica Rambeau may yet become a big name in the Marvel Universe. Her power is sure fitting for the character! Roger Stern did another fabulous job with Spider-Man... who gets the credit for creating the new Captain Marvel? She seems very much like one of the sixties Marvel characters.

Mark Waldman
9639 Amigo Avenue
Northridge, CA 91324

We'll take that as a compliment, Mark. Monica Rambeau/Captain Marvel came into being somewhere between the mind and the typewriter of Roger Stern - with a bit of helpful kibitzing by Jim Shooter and myself - and her costume was deftly designed by John Romita Jr.



Dear Tom:

The new Captain Marvel is off to a very auspicious start. Roger Stern has given us one of the best motivated origins - possibly THE BEST - since the start of SHANNA THE SHE-DEVIL. And he did it less pretentiously, and in less time.

"To serve and protect." What a lovely, necessary creed for a heroine. One word of warning, though: You've given Captain Marvel power approaching that of the late Phoenix. Take that very carefully and define her limits. Even the superest of heroes need to have some sort of human scale.

I like Captain Marvel's costume very much. It's striking, flowing and still cut for action. But please - and this goes for all creators of fighting costumes - get rid of those high heels! Yes, they look nice, but they cannot provide a steady base for hard physical action.

Gerald Perkins
643 Channing Avenue
Palo Alto, CA 94301

Hey, we know what you're saying, Gerald, and so does Cap'n Marvel! As you'll recall from the story, Monica

placed her first outfit together from old Mardi Gras costumes, so she didn't have much say in the style of her footwear. And when Professor LeClair duplicated the suit from cloth made of unstable molecules, he duplicated it right down to the heels. Well, Monica was practical minded enough to get the boots changed to a lower heel at the earliest opportunity... as you can see from AVENGERS #227 on!

Dear Tom:

You may get a couple of letters chiding you for not showing enough of Spider-Man in SPIDER-MAN ANNUAL #16... maybe three of four. And, if there are any such complaints, I suppose it would be understandable. After all, Spider-Man was practically guest-star in his own annual.

But... just this once... it was worth it. After all, Spider-Man did make the best of his scenes. That sequence on the Empire State Building with the kid from Council Bluffs, for instance... that was priceless! What was really wild was that Spider-Man jumped to a conclusion about the new Captain Marvel, much in the way some people have made faulty judgements about him! Nice. That makes him human like the rest of us. I suppose that's why, after all these years, he's still my favorite super-guy.

And besides, he was the perfect host to one of the most spectacular new heroines to ever come down the pike.

Catherine Roberts
University of Wisconsin
Madison, WI 53703

Of course! His Aunt May taught him how to treat a lady!

Dear Tom:

Original, superior, intense, excellent, important, refreshing, masterful, delightful, impressive, clever, skillful, inviting, realistic, beautiful, stunning, vintage, thought-provoking, splendid, invigorating, joyous, quality, extraordinary, great, surprising, gorgeous.

I love the new Captain Marvel.
Mark Davis
107 South Edwards
Altamont, IL 62411

With this kind of response - and more still coming in after all these months - we feel a responsibility to remind you that Captain Marvel is now a full-fledged active member of the AVENGERS. And Rog has told us that he might consider writing a solo for her... just as soon as he figures a way to cram an extra five hours into each day.

NEXT MONTH: The ever-amazing Web-head is up to his ears in "Confrontations!" Figuring prominently in the tale are Lance Bannon, Amy Powell, and a gentleman who is safely behind bars... or is he? Read AMAZING SPIDER-MAN #242 and see!

'Nuff said!

Tom DeFalco

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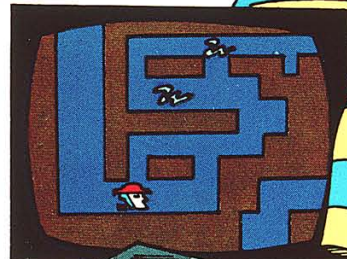
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